

BY-LAWS OF THE MONTREAL ORAL SCHOOL FOR THE DEAF

SECTION 1.0 NAME OF CORPORATION, SITUATION OF OFFICES AND CORPORATE SEAL

Article 1.1 Name:

The corporate name of the Corporation is:

**ÉCOLE ORALE DE MONTRÉAL POUR LES SOURDS INC.
THE MONTREAL ORAL SCHOOL FOR THE DEAF INC.**

(hereinafter called the "School").

Article 1.2 Situation of Offices:

The head office and domicile of the School shall be in the territory of the Agglomeration of Montreal in the Province of Quebec, Canada.

The School may establish and maintain in addition to its head office such other offices and agencies elsewhere within or without Canada as the Board of Directors may determine, from time to time.

Article 1.3 Seal:

The corporate seal of the School shall be circular in form, shall bear the name of the School and the year of incorporation, and shall be in the custody of the Secretary of the School or delegate. The President, Vice-President, Secretary, Treasurer, any Assistant-Secretary, any Assistant-Treasurer and any other officer or Director of the School designated by the Board of Directors or by any one of the foregoing executive officers or officers shall each and all have authority to affix the corporate seal of the School to any document requiring the same.

SECTION 2.0 MEMBERSHIP**Article 2.1 Conditions of Membership:**

The members of the School shall consist of:

- (i) The directors during their tenure of office;
- (ii) Parents of pupils of the School;
- (iii) Former pupils of the School over the age of eighteen (18) who have been enrolled for at least one (1) full school year in the past and have declared their interest to be a friendly member;
- (iv) Any person who was a Director during the previous two (2) school years or with an executive responsibility in the Board of Directors of the School during the last (5) school years;
- (v) Each Director of the MOSD Foundation during his/her tenure of office;
- (vi) The Board may, from time to time, appoint honorary members.

Article 2.2 Membership Fees:

The Board of Directors may from time to time by resolution fix an annual membership fee to be paid in money by all of the members of the School as a condition of their membership, not later than the hour fixed for the Annual General Meeting of members for the financial year in respect of which the membership fee is payable.

Article 2.3 Annual General Meetings of Members:

The Annual General Meeting of members of the School shall be held at least once every calendar year and not later than six (6) months reckoning from the end of the School financial year on such date and at such time as the Board of Directors, or failing it, any executive officer, may determine, from time to time. The purpose of such meeting shall be to receive the Annual Report of the Directors, and report of the Auditor or Auditors, to elect Directors, to consider and if deemed fit, to sanction and confirm the repeal, amendment or re-enactment of any By-laws requiring sanction or confirmation, to appoint an Auditor or Auditors for the ensuing year and to fix or authorize the Board of Directors to fix their remuneration, and to transact such other business as may properly come before the meeting.

Annual meetings of members of the School shall be held at the head office of the School or at such other place, within the Province of Quebec, as the Board of Directors, or failing it, any executive officer, may determine, from time to time.

In exceptional cases such as sanitary restrictions, Annual Meetings of members of the School can be held virtually through a teleconference or any equivalent virtual means that allow a communication both ways between an assembly of persons.

Article 2.4 Special Meetings of Members:

Special Meetings of members may be called at any time by order of the President or the Vice-President or under authority of a resolution of the Board of Directors. As well, a Special Meeting shall be called whenever not less than thirty members shall, in writing, requisition the same. Any such requisition shall specify the general nature of the business to be transacted at the meeting to be called, shall be addressed to the Secretary of the School, and shall be forwarded to the head office of the School.

It shall be the duty of the President, the Vice-President and the Secretary, upon adoption of such a resolution or on receipt of such a requisition, to cause the meeting to be called in conformity with these By-laws and the terms of the resolution or requisition. In default of so doing, any Director may call such meeting or the same may be called by such members themselves in accordance with and subject to the provisions of the laws governing the School.

Special Meetings of members shall be held at the head office of the School or at any other place or places within the Province of Quebec, as the Board of Directors, or failing it, the executive officer calling the meeting, may determine from time to time.

In exceptional cases such as sanitary restrictions, Special Meetings of members of the School can be held virtually through a teleconference or any equivalent virtual means that allow a communication both ways between an assembly of persons.

Article 2.5 Notice of Meeting of Members:

Notice specifying the place, day and hour of each Annual General Meeting and of each Special Meetings of members shall be announced on the School's public website or by other electronic means at least ten (10) days before the date fixed for the meeting. The notice of any Special Meetings of Members shall state in general terms the purpose or purposes of the meeting.

Accidental irregularities in the notice or in the giving thereof as well as the accidental omission to give notice of any meeting to, or the non-receipt of any notice by, any of the members, shall not invalidate any action taken by or at any meeting.

Article 2.6 Chairperson of Meeting of Members:

The President, or in the absence of the President, the Vice-President, shall preside at all meetings of members. If the President and the Vice-President be absent or decline to act, the members present may choose one of their number to be Chairperson. The Chairperson at any meeting of members may vote as a member but shall not have a second or casting vote in respect of any matter submitted to the vote of the meeting.

Article 2.7 Quorum, Voting and Adjournments:

Ten (10) or more members personally present, each of whom shall be entitled to vote thereat shall constitute a quorum for an Annual General Meeting or Special Meeting of members of the School.

The act of the holders of a majority of the votes so represented at any meeting of members shall be the act of the members except where the vote or consent of a greater number of members is required or directed by law, the Letters Patent incorporating the School, any Letters Patent supplementary thereto or the By-laws of the School. The vote of the holders of a majority of the votes represented at any Annual General Meeting or Special Meeting and carrying voting rights thereat shall be sufficient for the valid ratification of any previous action of the Board of Directors and/or any executive or other officer or officers of the School.

Should a quorum not be present at any meeting of members, those present and entitled to be counted for the purpose of forming a quorum shall have power to adjourn the meeting from time to time without notice, other than an announcement at the meeting, until a quorum shall be present. At any such adjourned meeting, provided a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Article 2.8 Right to Vote:

At all meetings of members, each member who shall be present at such meeting shall have, on a show of hands, one (1) vote and upon a poll, each member present shall be entitled to one (1) vote. Any member may demand a poll in respect of any matter submitted to the vote of the members.

All acts done in good faith by any meeting of members, or by any person acting as a member, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of the members or the person acting as aforesaid or that they or any of them were disqualified, be as valid as if the members or such person, as the case may be, had been duly appointed and were or was qualified to be members or a member of the School.

Article 2.9 Voting process for Meeting of members through videoconference

Given the virtual nature of the videoconferences, the Chairperson of Meeting of Members may propose, at the beginning of the meeting, the following exceptional measures to facilitate the voting process:

The Chairperson may ask, by name, a member of the board to propose or second a motion;

For each vote, the Chairperson may ask the members present if anyone opposes or wishes to abstain from the motion; the motion is deemed to have been accepted if a

majority of members are in favor, unless voting by ballot or poll is requested by someone present and entitled to vote at the meeting at which the election takes place.

Article 2.10 Scrutineers:

The chairperson at any meeting of members may appoint one (1) or more persons (who need not be members) to act as scrutineer or scrutineers at the meeting.

Article 2.11 Resolutions:

All motions or resolutions of members shall be passed at duly convened meetings. Notwithstanding the foregoing and except in those cases where by law the convocation of the members at a meeting is required, the signature of all the members of the School to any form of instrument (which may be signed in counterparts) setting out a motion or resolution which might be passed by the members shall give to the motion or resolution the same force and effect as if it had been unanimously passed by all the members at a meeting held to consider the same.

SECTION 3.0 **BOARD OF DIRECTORS****Article 3.1** **Number of Directors:**

The Board of Directors of the School shall consist of no more than twenty-one (21) Directors and no less than nine (9).

Article 3.2 **Nomination, Qualification and Term of Office:**

A nominating committee shall be appointed by the incumbent Directors among members who are not School employees, and shall consist of at least one (1) Director and one (1) member of the School who is not a Director of the School.

The nominating committee's purpose is to nominate qualified candidates for positions on the Board of Directors for ratification at the Annual General Meeting. The Committee will also recommend candidates to fill Board vacancies which may arise between Annual General Meetings. Any such recommendation will be ratified by a majority vote of a meeting of Directors. The Nominating Committee, on an annual basis or as-needed, also recommends nominees for ex-officio Board member positions.

The nominating committee shall deliver a list of nominees to the open positions to the Secretary at least fourteen (14) days prior to the Annual General Meeting of members and the Secretary shall announce the nominees on the School public website, together with the notice calling such meeting. Additional nominations may be made by at least ten (10) members, not members of the nominating committee, and shall be in writing, accompanied by a written undertaking by the nominee to serve if elected and delivered to the Secretary before the day fixed for the Annual General Meeting of members.

Each Director shall (except as herein otherwise provided) be elected at the Annual General Meeting of members by a majority of votes cast in respect of such election. It shall not be necessary that the voting for the election of Directors of the School be conducted by ballot or poll, unless voting by ballot or poll is requested by someone present and entitled to vote at the meeting at which the election takes place. Each Director so elected shall hold office until the election of a successor, unless the Director shall resign or that office becomes vacant by death, removal or other cause.

Article 3.3 **General Power of Board of Directors:**

The Board of Directors of the School may administer the affairs of the School in all things, and make or cause to be made for the School, in its name, any description of contract or donation which the School may lawfully enter into and generally may exercise all such other powers and do all such other acts and things which the School is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Board of Directors may, from time to time, purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of bonds, debentures, shares, stocks, rights, warrants, options and other securities, and/or other property, moveable or immovable or mixed, real or personal, or any right or interest therein, owned by the School, for such consideration and upon such terms and conditions as they may deem advisable.

The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the School. The Board of Directors shall have the power to authorize expenditures on behalf of the School from time to time and may delegate by resolution to an officer or officers of the School the right to employ and pay salaries to employees. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the furtherance of any or all of the purposes and objects of the School in accordance with such terms and conditions as the Board of Directors may prescribe.

The Board of Directors shall take such steps as they may deem requisite to enable the School to receive donations and benefits for the purpose of furthering the objects of the School. The Board of Directors recognizes the MOSD Foundation as the authorized fundraising body of the School.

The Board of Directors may at its discretion appoint one or more honorary or advisory committees, to be designated by such name or names as the Board of Directors may decide from time to time.

All acts done in good faith by any meeting of the Board of Directors, or by any person acting as a Director so long as the Director's successor shall not have been duly elected or appointed, shall notwithstanding that it be afterwards discovered that there was some defect in the election of the Directors or the person acting as aforesaid or that they or any of them were disqualified, be as valid as if the Directors or such person, as the case may be, had been duly elected and were or was qualified to be Directors or a Director of the School.

Article 3.4 Time of Meeting and Notice:

Meetings of the Board of Directors may be called at any time by order of the President or the Vice-President or the Secretary or any two Directors, and notice specifying the place, day and hour of each such meeting shall be delivered to each of the Directors by hand, by mail, or by electronic method, at least seven (7) days prior to the time fixed for the meeting. If the email address of any Director does not appear in the books of the School or results in delivery errors, then the notice shall be sent to the Director at such coordinates, electronic, telephone, social networks or other, as the person sending the notice may consider to be the most likely to result in such notice promptly reaching such Director. Any meeting so called may be held at the head office of the School or any other place, physical or virtual, which shall have been designated by the person or persons calling such meeting in the notice of such meeting. Except in such cases where it is otherwise expressly provided by law, no notice of any meeting of the Board of Directors

need specify the purposes for which it is called or the nature of the business to be transacted at such a meeting.

In any case when the convening of a meeting of the Board of Directors is considered by the President or the Vice-President, or the Secretary, to be a matter of urgency, notice may be given of a meeting of the Board of Directors by telephone or electronic method not less than one (1) hour before the meeting is to be held and such notice shall be adequate for the meeting so convened.

When the meeting of the Board of Directors is held virtually, the members are deemed to make their best efforts to find material conditions that will preserve the visual and audio quality of the exchanges, as well as the confidentiality of the meeting.

Any meeting of the Board of Directors may be held at any time and place, physically or virtually and for any purpose, without notice, whether prescribed by law or by the By-laws, when all Directors are present or when all Directors not present shall, in writing or by electronic method filed with the records of the meeting, waive notice of the meeting. Any Director may waive notice of any meeting either before or after the meeting is held.

Notice of all meetings of the Board of Directors shall be given to the Director General of the School and the President of the Parent-Teachers' Association, if such an association exists.

Article 3.5 Chairperson:

The President or, in the President's absence, the Vice-President shall preside at all meetings of the Board of Directors. If the President and the Vice-President be absent or decline to act, the Directors present may choose someone of their number to be chairperson. The chairperson at any meeting of the Board of Directors may vote as a Director but shall not have a second or casting vote in respect of any matter submitted to the vote of the meeting.

Article 3.6 Quorum and Vote:

The quorum for meetings of the Board of Directors shall be five (5) of its members. If a Board member is unable to physically attend a physical meeting, such member may participate by videoconference, conference call or any other electronic method accepted by the President.

Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the School for the time being vested in or exercisable by the Board of Directors generally.

The act of the majority of the voting members of the Board by proper vote at a meeting of the Board of Directors shall constitute the act of the Board of Directors.

The President or Vice President may elect to hold an electronic vote on matters of urgency. The same rules in respect to quorum and majority vote remain as they would during a meeting of the Board of Directors. The results of any electronic voting must be recorded in the minutes of the subsequent meeting of the Board of Directors.

Article 3.7 Attendance by Director General, Foundation Representatives, and Representatives of Parent-Teachers' Association and Teaching Staff:

The School Director General, the MOSD Foundation Chairperson, the MOSD Foundation Executive Director, a representative of the school staff, and a representative of the Parent-Teachers' Association, if such association exists, may be ex-officio, non-voting members of the Board.

Article 3.8 Vacancies:

In the case of an increase at any time in the number of Directors of the School or in case of a vacancy occurring in the Board of Directors through death, resignation, disqualification or other cause, the Board of Directors then in office, by the affirmative vote of a majority of the remaining Directors and upon recommendation of the nomination committee, shall have power, at any time and from time to time, to elect any other duly qualified person as a Director and any Director so elected shall hold office until the next following Meeting of Members of the School at which Directors are elected and shall then be eligible for re-election, but so that the Board of Directors shall not at any time exceed the number fixed. Any Director may at any meeting of the Board of Directors tender his or her resignation and the remaining Directors may at such meeting accept the same and forthwith fill the vacancy thereby created.

Article 3.9 By-laws and Resolutions:

All By-laws and resolutions of the Board of Directors shall be enacted or adopted at duly convened meetings. The signature of a majority of the Directors of the School to any form of instrument, including electronic methods, (which may be signed in counterparts) setting out a By-law or resolution which might be enacted or adopted by the Board of Directors shall (unless otherwise required by law) give to such By-law or resolution the same force and effect as if it had been enacted or adopted, as the case may be, by vote of the Board of Directors at a meeting duly convened and held.

SECTION 4.0 OFFICERS**Article 4.1 Officers:**

The executive officers of the School shall be the President, Vice-President, a Treasurer and a Secretary. The executive officers must be Directors of the School and shall be elected or appointed by the Board of Directors. No executive officer may hold the same position for more than six (6) consecutive years. The Board of Directors may also elect or appoint at any time and from time to time as officers one (1) or more Assistant Secretaries, one (1) or more Assistant Treasurers, a Director General, a Director of Finance and such other officers as the Board of Directors, from time to time, deem expedient. All officers of the School shall hold office until their successors are chosen and, when necessary, qualified in their stead, subject always to removal as provided in the By-laws of the School. All officers and executive officers shall respectively perform such duties, in addition to those specified in the By-laws of the School, as shall from time to time, be prescribed by the Board of Directors. The same person may hold more than one (1) office, provided, however, that the offices of President and Vice-President shall not be held by the same person. None of the non-executive officers need be on the Board of Directors of the School. Except where inconsistent with any provision of these By-laws the term "officers" may be used to designate both executive officers and/or other officers of the School.

Article 4.2 President:

The President shall be chosen from among the Directors. The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall have such powers and duties as the Board of Directors may determine, from time to time, by resolution.

Article 4.3 Vice-President:

The Vice-President shall have such powers and duties as may be assigned by resolution of the Board of Directors. In case of absence or disability of the President, the Vice-President may exercise the powers and perform the duties of the President.

Article 4.4 Treasurer:

The Treasurer shall have general charge of the finances of the School. The Treasurer shall deposit all moneys and other valuable effects of the School in the name and to the credit of the School in such banks or other depositories as the Board of Directors may from time to time designate by resolution or which the Board of Directors may authorize the Treasurer to designate, and shall render to the Board of Directors, whenever directed by the Board of Directors, an account of the financial condition of the School and of all the transactions of the Treasurer; and as soon as possible after the close of each financial year shall make and submit to the Board of Directors a like report for such financial year. The Treasurer shall have charge and custody of and be responsible for the keeping of

the books of account required to be kept pursuant to the laws governing the School and shall perform such other duties as appertain to the office of Treasurer or as may be required by the Board of Directors. The Treasurer may delegate any of the above-mentioned responsibilities to the Director of Finance of the School.

Article 4.5 Secretary and Assistant Secretaries:

The Secretary shall attend to the giving and service of all notices of the School and shall keep the minutes of all meetings of the members and of the Board of Directors in a book or books to be kept for that purpose. The Secretary shall keep in safe custody the corporate seal of the School. The Secretary shall have charge of the records of the School including books containing the names of the members and names and addresses of the Board of Directors of the School, and such other books and papers as the Board of Directors may direct. The Secretary shall be responsible for the keeping and filing of all books, reports, certificates and other documents required by law to be kept and filed by the School. The Secretary shall perform such other duties as appertain to the office of Secretary, or may be required by the Board of Directors.

Assistant Secretaries may perform any of the duties of the Secretary delegated to them, from time to time, by the Board of Directors or by the Secretary.

Article 4.6 Secretary-Treasurer:

Whenever the Secretary shall also be the Treasurer that person may be designated the "Secretary-Treasurer".

Article 4.7 Director General:

The Board of Directors shall appoint, from time to time, a Director General of the School, who shall be the chief executive officer of the School and, subject to the authority of the Board of Directors, shall exercise a general control of and supervision over the activities and affairs of the School, and shall exercise such other powers as may be prescribed, from time to time, by resolution of the Board of Directors, and such authority may be either general or specific.

Article 4.8 Removal:

The Board of Directors may remove and discharge any or all of the executive officers or other officers or employees of the School either with or without cause, at any meeting, and may elect or appoint others in their place or places. If, however, there be no cause for such removal or discharge and there be a special contract derogating from the provisions of this Article, such removal or discharge shall be subject to the provisions of such contract.

SECTION 5.0 FINANCIAL YEAR, ACCOUNTS AND AUDIT**Article 5.1 Financial Year:**

The financial year of the School shall end on the thirtieth day of June.

Article 5.2 Accounts:

Proper books of account shall be kept with respect to all sums of money received, donated and expended by the School and the matters in respect of which such receipts, donations and expenditures take place, all sales and purchases by the School, the assets and liabilities of the School and all other transactions affecting the financial position of the School.

The books of account shall be kept at the head office of the School or at such other places in the Province of Quebec as the Board of Directors think fit, and shall at all times be open to inspection by the Board of Directors.

Article 5.3 Audit:

The appointment, rights and duties of the auditor or auditors of the School shall be regulated by the laws governing the School. At least once in every financial year the accounts of the School shall be examined and the correctness of the statement of income and expenditures and of the balance sheet ascertained by the auditor or auditors.

SECTION 6.0 CONTRACTS, CHEQUES, DRAFTS, BANK ACCOUNTS**Article 6.1 Contracts:**

All deeds, donations, documents, transfers, contracts, engagements, bonds, debentures and other instruments requiring execution by the School may be signed by authorized Directors of the MOSD Foundation, the President, the Vice-President, or any other Director or Officer as the Board of Directors may otherwise authorize, from time to time, by resolution. Any such authorization may be general or confined to specific instances. Save as aforesaid or otherwise provided in the By-laws of the School, no Director, officer, agent or employee shall have any power or authority to bind the School by any contract or engagement or to pledge its credit.

It shall be the duty of a Director of the School who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the School to declare any interest at a meeting of Board of Directors of the School, and, except as permitted by the provisions of the laws governing the School, to refrain from voting in respect of any contract or proposed contract in which such Director is so interested as aforesaid, and otherwise to observe the provisions of said laws.

Article 6.2 Cheques and Drafts:

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued, accepted or endorsed in the name of the School shall be signed by such an authorized Director of the MOSD Foundation, Director(s) or Directors, officer(s), agent(s) of the School and in such manner as shall be determined, from time to time, by resolution of the Board of Directors, and any one of such Directors, officers or agents may alone endorse notes and drafts for collection on account of the School through its bankers and endorse notes and cheques for deposit with the School's bankers for the credit of the School or the same may be endorsed "for collection" or "for deposit" with the bankers of the School by using the School's rubber stamp for the purpose. Any one of such Directors, officers or agents so appointed may arrange, settle, balance and certify all books of accounts between the School and the School's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balance and release or verification slips.

Article 6.3 Deposits:

The funds of the School may be deposited from time to time to the credit of the School or the MOSD Foundation with such financial institutions as the Board of Directors or the Directors of the MOSD Foundation may approve, from time to time, by resolution.

Article 6.4 Deposit of Securities for Safekeeping:

The securities of the School may be deposited from time to time for safekeeping with one or more banks, trust companies or other financial institutions selected by the MOSD Foundation or Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the School, signed by such Director(s), officer(s), agent(s) of the School or Director(s) of the MOSD Foundation and in such manner as shall be determined, from time to time, by resolution of the appropriate Board of Directors and such authority may be general or confined to specific instances. Any institutions which may be so selected as custodian by the MOSD Foundation or Board of Directors shall be fully protected in acting in accordance with the directions of the MOSD Foundation or Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

SECTION 7.0 REPRESENTATIONS AND DECLARATIONS**Article 7.1 Representations and Declarations:**

The President, Vice-President, Treasurer, Secretary, Secretary-Treasurer, any Assistant Treasurer, any Assistant Secretary, Director General, Finance Director, or any other officer or person nominated for the purpose by the President or the Vice-President are, and any one of them is, authorized and empowered to appear and make answer for, on behalf and in the name of the School to all writs, orders and interrogatories upon articulated facts issued out of any court and to declare for, on behalf and in the name of

the School any answer to writs of attachment by way of garnishment in which the School is garnishee and to make all affidavits and sworn declarations in connection therewith or in connection with any and all judicial proceedings to which the School is a party and to make demands of abandonment or petitions for winding-up or bankruptcy orders upon any debtor of the School and to attend and vote at all meetings of creditors of the School's debtors and grant proxies in connection therewith.

Article 7.2 Representation at Meetings:

The President, Vice-President, Secretary and Treasurer, or any one of them or any other officer thereunto authorized by the Board of Directors shall represent the School and attend, vote and otherwise act at any and all meetings of members of any society, association, firm, company or corporation in which the School has shares or is otherwise interested and any action taken or vote cast at any such meetings shall be deemed to be the act or vote of the School.

The President, Vice-President, Secretary and Treasurer or any one of them shall moreover be empowered to authorize any person (whether an officer of the School or not) to attend, vote and otherwise act at any and all meetings of members or shareholders of any society, association, firm, company or corporation in which the School has shares or is otherwise interested, and for such purpose shall be empowered to execute and deliver from time to time for and on behalf and in the name of the School, an instrument or instruments of proxy in such form and terms as such officer so executing and delivering the same may see fit, including therein but without in any way limiting or restricting the generality of the foregoing, provision for the appointment of a substitute proxy and the revocation of all instruments of proxy given by the School prior thereto with respect to any such meeting.

SECTION 8.0 ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS:

Article 8.1 Enactment, repeal and amendment of By-laws:

The Board of Directors may, from time to time, enact or pass By-laws not contrary to law or to the charter of the School, and may repeal, amend or re-enact By-laws of the School, but every such By-law (excepting such By-laws as by the provisions of the laws governing the School requires to be sanctioned, approved or confirmed by the members before becoming effective) and every repeal, amendment or re-enactment thereof, unless in the meantime sanctioned at a Special Meeting of the members of the School duly called for that purpose, shall only have force until the next Annual General Meeting of members of the School, and in default of confirmation thereat shall, at and from that time only, cease to be in force.